

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. Grace & Co., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors) Objection Deadline: December 20, 2012

**SUMMARY APPLICATION OF KAYESCHOLER LLP FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS SPECIAL COUNSEL FOR INTELLECTUAL PROPERTY FOR W.R. GRACE & CO., ET AL.,
THROUGH THE MONTHLY PERIOD OF October 31, 2012**

Name of Applicant: Kaye Scholer LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention as Special Counsel for Intellectual Property: Retention Order entered April 7, 2010

Period for which compensation and reimbursement is sought: October 1, 2012 - October 31, 2012

Amount of Compensation sought as actual, reasonable and necessary: \$1,320.75

Amount of Expense Reimbursement sought: \$0.00

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville, Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II, Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc., (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation Gracoal, Inc., Gracoal II, Inc., Guantica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc., (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc., (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Kaye Scholer LLP submits this application for fees and expenses for the month of October 2012. This is the tenth application for compensation for services that has been filed with the Bankruptcy Court by Kaye Scholer LLP for the 2012 calendar year. Previously, Kaye Scholer was appointed Ordinary Course Professional. On April 7, 2010, based on a motion made by Debtor on February 11, 2010, the Bankruptcy Court entered an order authorizing Kaye Scholer LLP to provide further services to Debtor as Special Counsel for Intellectual Property.

The monthly applications previously filed by Kaye Scholer LLP are shown in the following table:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
01/01/2012-01/31/2012	February 9, 2012	\$14,727.83	\$0.00
02/01/2012-02/29/2012	March 22, 2012	\$13,260.33	\$0.00
03/01/2012-03/31/2012	April 12, 2012	\$3,956.38	\$0.00
04/01/2012-04/03/2012	June 4, 2012	\$3,181.54	\$0.00
05/01/2012-05/31/2012	June 19, 2012	\$2,835.21	\$0.00
06/01/2012-06/30/2012	August 3, 2012	\$1,220.96	\$0.50
07/01/2012-07/31/2012	August 13, 2012	\$1,661.21	\$0.00
08/01/2012-08/31/2012	September 25, 2012	\$1,954.71	\$0.00
09/01/2012-09/30/2012	October 19, 2012	\$4,737.09	\$0.00

During this fee period, Kaye Scholer LLP provided intellectual property services in connection with various matters, which are detailed in the attached fee schedules for the matters, and a procedural matter relating to preparation of petitions for submission to this court.

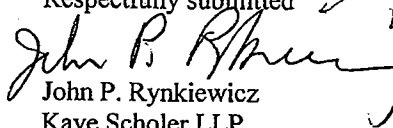
The Kaye Scholer professional who rendered the legal services during the fee period is:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
John P. Rynkiewicz	Counsel	1981	Intellectual Property	\$587.00	2.25	\$1,320.75

Total Fees: \$1,320.75

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above, for (i) 80% of the amount of \$1,320.75 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee period (October 1, 2012-October 31, 2012), and (b) that the fees are payable as administrative expenses of the Debtors' estates.

Dated: November 16, 2012

Respectfully submitted

 John P. Rynkiewicz
 Kaye Scholer LLP
 901 Fifteenth Street, N.W.
 Washington, D.C. 20005
 (202) 682-3671
 jrynkiewicz@kayescholer.com

KAYE SCHOLER LLP

The McPherson Building
 901 Fifteenth Street, N.W.
 Washington, D.C. 20005-2327
 202.682.3500
 www.kayescholer.com
 Fed. Identification No. 13-1672623

TO: W.R. Grace & Co.-Conn
 Legal Department
 7500 Grace Drive
 Columbia, Maryland 21044
 Attn: Robert A. Maggio, Esq.

November 13, 2012

RE: Special Counsel
 Our File Number: 63812/0108
 Client Reference: 100071

Invoice#: 720486

PAGE: 1

INVOICE FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/2012

	<u>Hours</u>
10/01/2012 Rynkiewicz, John P Review bills, work on quarterly fee application.	0.33
10/31/2012 Rynkiewicz, John P Review Special Counsel billings, invoice and send to Pachulsky firm for filing.	0.42

Total Hours.....	0.75
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Fees through 10/31/2012.....	\$440.25
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-----TIME AND FEE SUMMARY-----

	Rate	Hours	Fees
Rynkiewicz, John P	\$587.00	0.75	\$440.25
Fees through 10/31/2012.....		0.75	\$440.25

-----OUTSTANDING BALANCE-----

Invoice#	Date	Amount
628642	03/31/2010	\$484.20
637196	06/30/2010	1,008.17
643961	09/09/2010	321.37
647689	10/18/2010	217.65
650341	11/04/2010	180.31
654089	12/10/2010	528.44

KAYE SCHOLER LLP

TO: W.R. Grace & Co.-Conn

November 13, 2012

RE: Special Counsel

Invoice#: 720486

Our File Number: 63812/0108

Client Reference: 100071

PAGE: 2

Invoice#	Date	Amount
660967	02/28/2011	94.12
664052	03/31/2011	75.98
666741	04/30/2011	189.38
669561	05/31/2011	122.47
672310	06/27/2011	131.54
674222	07/15/2011	56.70
678870	08/31/2011	65.77
681374	09/29/2011	104.33
682895	10/13/2011	47.63
685365	11/07/2011	65.77
688460	12/12/2011	95.26
692932	02/02/2012	161.03
693784	02/08/2012	38.74
697372	03/19/2012	245.37
699312	04/11/2012	58.70
704036	05/31/2012	78.66
705642	06/18/2012	88.05
710015	07/31/2012	126.69
710886	08/09/2012	106.83
713793	09/14/2012	137.36
716235	10/08/2012	1,027.25
Prior Balance Due.....		<u>\$5,857.77</u>

IF PAYMENT HAS ALREADY BEEN MADE, PLEASE DISREGARD OUTSTANDING AMOUNT(S).

KAYE SCHOLER LLP

TO: W.R. Grace & Co.-Conn

November 13, 2012

RE: Special Counsel

Invoice#: 720486

Our File Number: 63812/0108

Client Reference: 100071

PAGE: 3

Fees this Invoice.....	\$440.25
Total Due this Invoice.....	\$440.25
Prior Balance Due (from above).....	5,857.77
TOTAL DUE.....	\$6,298.02

Please remit payment within thirty (30) days.

IF PAYMENT HAS ALREADY BEEN MADE, PLEASE DISREGARD OUTSTANDING AMOUNT(S).

KAYE SCHOLER LLP

The McPherson Building
901 Fifteenth Street, N.W.
Washington, D.C. 20005-2327
202.682.3500
www.kayescholer.com
Fed. Identification No. 13-1672623

WIRE TRANSFER INSTRUCTIONS

Bank: Citibank, N.A.
153 East 53rd Street
New York, New York 10022
Attention: Marsha Burnett
Telephone: 212.559.3787

ABA Routing Number: 021000089
Bank Identification Code/SWIFT Code: CITIUS33
Account Name: Kaye Scholer LLP
Account Number: 9981494431

RE: W.R. Grace Trademarks
Our File Number: 63812/0108
Invoice Number: 720486
Total Amount Due: \$6,298.02

Where applicable, please include our file number(s) or invoice number(s).

Thank you for your payment.

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 Fed. Identification No. 13-1672623

TO: W.R. Grace & Co-Conn.
 7500 Grace Drive
 Columbia, Maryland 21004
 Attn: Robert A. Maggio, Chief Patent Counsel

November 13, 2012

RE: General
 Our File Number: 63812/0001
 Client Reference: 100062

Invoice#: 720485

PAGE: 1

INVOICE FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/2012

	<u>Hours</u>
10/03/2012 Rynkiewicz, John P	1.50
Overview of GRACE reg. rights in the US and Canada; review and compare against core product lines/businesses.	
Total Hours.....	1.50
Fees through 10/31/2012.....	\$880.50

-----TIME AND FEE SUMMARY-----

	Rate	Hours	Fees
Rynkiewicz, John P	\$587.00	1.50	\$880.50
Fees through 10/31/2012.....		1.50	\$880.50

-----OUTSTANDING BALANCE-----

Invoice#	Date	Amount
628636	03/31/2010	\$440.43
628637	03/31/2010	1,690.79
637193	06/30/2010	3,978.07
639770	07/28/2010	813.08
641101	08/10/2010	3,477.98
643967	09/09/2010	1,171.42
647685	10/18/2010	472.96
650334	11/04/2010	350.44
654086	12/10/2010	303.06

KAYE SCHOLER LLP

TO: W.R. Grace & Co-Conn.

November 13, 2012

RE: General

Invoice#: 720485

Our File Number: 63812/0001

Client Reference: 100062

PAGE: 2

Invoice#	Date	Amount
657770	01/19/2011	349.39
660963	02/28/2011	368.75
664046	03/31/2011	1,369.87
666733	04/30/2011	1,256.53
669550	05/31/2011	595.35
672317	06/27/2011	519.43
674217	07/15/2011	1,926.66
678864	08/31/2011	775.92
681371	09/29/2011	859.57
682892	10/13/2011	407.11
685356	11/07/2011	462.73
688457	12/12/2011	1,342.66
692924	02/02/2012	1,587.66
693780	02/08/2012	1,242.09
697370	03/19/2012	528.30
699311	04/11/2012	478.99
705645	06/18/2012	302.89
710014	07/31/2012	117.50
710887	08/09/2012	225.41
713798	09/14/2012	253.58
716233	10/08/2012	1,414.67
Prior Balance Due.....		\$29,083.29

IF PAYMENT HAS ALREADY BEEN MADE, PLEASE DISREGARD OUTSTANDING AMOUNT(S).

KAYE SCHOLER LLP

TO: W.R. Grace & Co-Conn.

November 13, 2012

RE: General

Invoice#: 720485

Our File Number: 63812/0001

Client Reference: 100062

PAGE: 3

Fees this Invoice.....	\$880.50
Total Due this Invoice.....	\$880.50
Prior Balance Due (from above).....	29,083.29
TOTAL DUE.....	\$29,963.79

Please remit payment within thirty (30) days.

IF PAYMENT HAS ALREADY BEEN MADE, PLEASE DISREGARD OUTSTANDING AMOUNT(S).

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ABA Routing Number: 021000089
Bank Identification Code/SWIFT Code: CITIUS33
Account Name: Kaye Scholer LLP
Account Number: 9981494431

RE: W.R. Grace Trademarks
Our File Number: 63812/0001
Invoice Number: 720485
Total Amount Due: \$29,963.79

Where applicable, please include our file number(s) or invoice number(s).

Thank you for your payment.